

BY-LAWS OF THE MEMBERSHIP

ARTICLE I. - NAME

The name of this organization shall be the Shrewsbury Media Connection hereinafter referred to in these bylaws as SMC (formerly known as Shrewsbury Public Access Connection, Inc. and Shrewsbury Public Access Connection).

ARTICLE II. - MISSION & PURPOSE

Section 1. Mission Statement: To build community, empower the individual, and ensure First Amendment expression through the utilization of communication technologies.

To this end SMC will:

- Continue to provide the community with a state of the art facility and access thereto;
- Aid and educate community members to achieve their programming goals;
- Assist the community in developing critical viewing skills;
- Encourage producers to continually develop their technical and aesthetic skills;
- Maintain a strong presence throughout the community;
- Continue outreach to all segments of the community, encouraging individuals and organizations to create a diversity of programming that expresses their unique perspectives;
- Advocate the creation of programming that supports the free exchange of ideas and encourages public discourse;
- Maintain an environment which encourages collaboration and cooperation within the community.

Section 2. Purpose: SMC exists under the terms and provisions of the Franchise Agreement between the Town, and Shrewsbury Electric & Cable Operations.

ARTICLE III. - MEMBERSHIP

Section 1. Qualifications for Membership: Any resident, employee of the Town of Shrewsbury or person who is a member of or affiliated with a Shrewsbury-based 501c3 organization, who has completed a SMC orientation and who has signed the Agreement with SMC Policy and Guidelines for Membership Form shall be qualified for membership in this organization. Members prior to June 17, 1998 shall retain existing membership status and privileges.

Section 2. Types of Membership:

- a. **Voting Members.** Residents or employees of the Town of Shrewsbury who satisfy the qualifications in Section 1. shall be voting members.
- b. **Non-Voting Members.** All others as defined in Section 1. shall be non-voting associate members.
- c. **Associate Members.** Temporary membership status can be obtained by any individual who successfully petitions the SMC Manager, who has completed a SMC orientation (or who has been deemed suitably competent by the SMC Manager) and who has signed the Agreement with SMC Policy and Guidelines for Membership Form. This status is awarded for a limited period of time for the completion of a specific project. The status is a non-voting status.

ARTICLE III. - MEMBERSHIP (continued)

Section 3. Voting members acting in accordance with current SMC policy and guidelines shall be given priority in the use and scheduling of equipment, the facility and programming.

ARTICLE IV. - ADVISORY BOARD

Section 1. Selection, Qualifications, and Term: The Advisory Board shall consist of five (5) voting members of SMC elected at Annual Meeting for a two (2) year term. Advisory Board Members shall not serve more than five (5) consecutive terms. Vacancies may be filled by the vote of the remaining members of the Advisory Board. Advisory Board Members must be over 18 years of age.

Section 2. Powers: The Advisory Board shall meet on a monthly basis with SMC's Manager of Community Programming to monitor and evaluate the activities of SMC. The Advisory Board shall serve as an advisory body to the Board of Commissioners of the Shrewsbury Electric & Cable Operations for community programming. The Advisory Board shall appoint committees as appropriate. The Advisory Board shall submit an annual report to the membership, including but not limited to, goals and objectives for the year. See Franchise and SMC Policy & Guidelines for additional powers.

Section 3. Meetings: The Advisory Board shall hold regular meetings open to any member of SMC in the SMC office. Notification of meeting dates and time shall be made at least 48 hours in advance by efficient means of communication including the bulletin board at SMC.

Section 4. Quorum: A majority of the members of the Advisory Board of SMC (3 members) shall constitute a quorum.

Section 5. Special Meetings: The Advisory Board may call Special Meetings with ten (10) day notice by all efficient means of communication including the bulletin board at SMC.

Section 6. Removal of Board Members: If any Advisory Board member misses four (4) regularly scheduled meetings within a one-year period, they shall be removed.

Section 7. Committees: The Advisory Board shall appoint members to serve on committees as deemed appropriate. Each committee shall report to the Advisory Board regarding said committee. Each committee shall consist of at least one Advisory Board member and one general member with the size of the committee being determined by the Advisory Board.

ARTICLE V. - ADVISORY BOARD OFFICERS

Section 1. Selection, Qualifications, and Term: The officers of SMC's Advisory Board shall be a Chairman, Vice-chairman and Secretary, who shall be elected by the Advisory Board at the first Advisory Board meeting following the annual meeting. The officers shall be elected for a term of one (1) year. All officers shall take office immediately following election by the Advisory Board. .

Section 2. Chairman: The Chairman shall have such powers of supervision and management as customarily pertain to the office; shall preside at all meetings of the organization and the Advisory Board or designate another person to do so; shall be ex-officio, a member of all committees; and shall perform such other duties as the Advisory Board may direct. In the event of the absence, disability, resignation or death of the Chairman, the Vice-chairman shall assume the office. If the Vice-chairman is unable to serve as Chairman, the Advisory Board shall fill the vacancy from among the elected members. The Chair will preside at the Annual General Membership Meeting.

Section 3. Vice-chairman: The Vice-chairman shall perform such duties as the Chairman and the Advisory Board shall direct.

Section 4. Secretary: The Secretary shall keep minutes of the meetings of the membership and the Advisory Board. The Secretary shall perform such other duties as the Chairman and the Advisory Board shall direct.

ARTICLE VI. - RELATIONSHIP TO SELCO

Section 1. Relationship to the Board of Commissioners of SELCO: The Advisory Board shall serve as an advisory body to the Board of Commissioners of the Shrewsbury Electric & Cable Operations for community programming and enter into a Memorandum of Understanding with SELCO which will be renewed annually. The Advisory Board shall submit an annual report to SELCO and meet with the Commissioners as needed. The duties and powers of the Advisory Board include those stated explicitly in the Cable Franchise.

Section 2. Relationship to SMC staff: The Advisory Board shall meet with SMC's Community Programming Manager monthly to discuss and make recommendations regarding community programming. The Manager shall prepare a monthly written report for the Advisory Board. The Manager shall be an ex-officio, non-voting member of all committees. The Advisory Board shall review, evaluate and make recommendations to the Manager on the following: Policies & Guidelines, community outreach, operating budget, staff job performance, equipment, programming and classes. This review/evaluation shall be completed annually or more often as needed.

ARTICLE VII. - GENERAL MEMBERSHIP MEETINGS

Section 1. Annual Meeting: The annual meeting shall be held within 90 days of April with the exact date to be determined by the Advisory Board. The annual meeting shall elect Advisory Board members and transact such other business as may properly come before it.

Section 2. Quorum: A quorum shall consist of the presence of the number of members at least equal to the number of the Advisory Board.

ARTICLE VIII. - NOMINATIONS AND ELECTIONS

Section 1. Nominations: Candidates for election to the Advisory Board shall be voting members. Candidates may submit in writing to the Advisory Board their desire to have their name placed on the ballot. Nominations may also be made from the floor at the annual meeting and placed on the ballot.

Section 2. Election: Elections will be by written ballot except that if there is only one nominee for an Advisory Board seat, it shall be by voice vote. A simple majority of the valid votes cast shall constitute an election.

ARTICLE IX. - PARLIAMENETARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and not inconsistent with these by-laws.

ARTICLE X. - AMENDMENTS

These bylaws may be amended at any regular or special meeting of the members provided that written notice of the proposed amendments shall be given at least ten (10) days prior to the meeting. All amendments to these by-laws shall require the affirmative vote of a two-thirds (2/3) majority of all voting members present.

GLOSSARY:

SMC Shrewsbury Media Connection

SELCO Shrewsbury Electric & Cable Operations (formerly SELP/SCC)

SELP Shrewsbury Electric Light Plant

SCC Shrewsbury Community Cablevision

PEG Public, Educational and Governmental (Access)

COMMUNITY PROGRAMMING A hybrid use of a designated channel for combined PEG Access and Local Origination type programming until such time as quantity of programming warrants a separate channel.

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